

1 LAWRENCE A. JACOBSON SB# 057393
2 SEAN M. JACOBSON SB# 227241
2 COHEN AND JACOBSON, LLP
3 900 Veterans Boulevard, Suite 600
3 Redwood City, California 94063
4 Telephone: (650) 261-6280
4 Facsimile: (650) 368-6221

5 Attorneys for Debtor
6 Santa Clara Square, LLC

7 UNITED STATES BANKRUPTCY COURT
8 NORTHERN DISTRICT OF CALIFORNIA
9 SAN JOSE DIVISION

10 In re: Case No. 09-61196
11 SANTA CLARA SQUARE, LLC, Chapter 11
12 Debtor.

14 **APPLICATION FOR APPOINTMENT OF BICKER &**
15 **COMPANY CPA'S, INC. AS ACCOUNTANTS FOR DEBTOR**

16 This application of debtor above-named respectfully represents:

17 1. Santa Clara Square, LLC ("Debtor" or "Applicant") filed with this Court its petition under
18 Chapter 11 of Title 11 USC commencing this reorganization case December 21, 2009.

19 2. In connection with its proposed Chapter 11 Plan, which will be filed on or before March
20 21, 2010, Debtor will be seeking to sell, develop, lease and/or refinance the commercial real property
21 which constitutes Debtor's primary asset (or some combination of these alternatives). In connection
22 with these efforts Debtor has been seeking, and has received, multiple offers which include various
23 alternatives for the sale, development, and other related business opportunities which involve the
24 property.

25 3. The real property which constitutes the Debtor's primary asset is a large piece of
26 commercial real property located in Santa Clara, California. The Property is configured as a

1 shopping center, and consists a total of 138,915 square feet on 12.59 acres of land (the “Property”).
2 The property is valued at a minimum of \$19,000,000, and there exists a secured claim of
3 approximately \$14,500,000. The Property is occupied by three commercial tenants, but its
4 maximum potential may be as a development property. Debtor has explored, both recently and
5 during the pre-petition period, alternatives for developing the Property. These efforts were made to
6 evaluate whether the Debtor itself would develop the Property as part of the Chapter 11 Plan, or
7 alternatively whether the Debtor would obtain entitlements to make the Property more attractive to
8 prospective purchasers.

9 4. In connection with the current offers for sale, Debtor has been presented with multiple
10 offers for purchase and letters of intent from potential purchasers. One prospective purchaser has
11 also presented Debtor with a detailed proposed Purchase and Sale Agreement. The Purchase and
12 Sale Agreement is a detailed contract which involves specific issues involving real estate law
13 (including terms regarding purchase, development, buyback options, and other related matters).

14 5. Debtor seeks the appointment of accountants to assist it in analyzing the tax consequences
15 of the proposals presented to Debtor which involve the sale, development, or other use of the
16 Property.

17 6. Debtor also requires the assistance of accountants to prepare and file its tax returns in a
18 timely fashion.

19 7. For the foregoing reasons, Applicant desires the employment of the accounting firm of
20 Bicker & Company CPA’s, Inc., 2221 El Camino Real, Palo Alto, CA 94306 [Telephone (650) 617-
21 8800] (“Accountants”) as accountants for debtor and debtor-in-possession herein. Applicant desires
22 such appointment of Accountants for the reason that Accountants are skilled and specialize in tax
23 related matters and have special knowledge enabling Accountants to perform services of special
24 benefit to Applicant. Bicker & Company have also served as Debtor’s accountants for
25 approximately 5 years, and are therefore familiar with Debtor and its finances. Accountants
26 contemplate that the following professionals may work on Debtor’s account:

1 Marin Bicker, CPA: \$300 per hour
2 Phillip Hecht, CPA: \$250 per hour
3 Diana Wahler, CPA: \$250 per hour
4 Grace Mangini, CPA: \$250 per hour
5 Victor Rojas: \$150 per hour
6 Jean Dreyfus: \$100 per hour
7 Elizabeth Sanoval: \$100 per hour

8 These rates are customary within the industry.

9 8. To the best of Applicant's knowledge, the accountants whom Applicant seeks to employ
10 have no interest adverse to the debtor and have no connection with the debtor, its creditors, persons
11 employed at the Office of the United States Trustee, or any other parties in interest and/or their
12 respective attorneys or accountants. Accountants have not agreed to share compensation with any
13 other entity or person other than in the ordinary course of business with those accountants and
14 employees under the employment of Accountants. In order to assure timely completion of Debtor's
15 tax returns, Accountants have performed work during the post-petition period, and therefore
16 Applicant seeks appointment of Accountants effective December 21, 2009 (the date of the filing of
17 this case).

18 9. Applicant seeks to employ Accountants on an hourly basis, to be billed monthly at the
19 rates set forth above. Debtor shall also be responsible for approved costs. Applicant will seek
20 further orders of this Court for periodic payment of the fees and costs incurred for such
21 representation with payment to be made from the assets of the estate and/or the post-petition income
22 of debtor and/or sources other than the Debtor. Accountants and Debtor have agreed to the terms of
23 the representation detailed herein. All fees and costs shall be subject to Court approval.

24 WHEREFORE, Applicant prays that this Court make its order authorizing the employment of
25 Accountants as requested herein, at the expense of Applicant and Applicant's estate, and for such
26 other and further orders as the Court may deem proper.

Dated: March 10, 2010

By: /s/ Emily Chen
Emily Chen, Responsible Individual

ACCOUNTANT'S VERIFICATION

I, Martin Bicker, CPA, declare:

1. I am the owner and President of the accounting firm of Bicker & Company CPA's, Inc.
 2. To the best knowledge, information and belief of Declarant neither Bicker & Company, my accountant or staff member of Accountants have any interests adverse to the debtor and have connection with the debtor, its creditors, persons employed at the Office of the United States trustee, or any other parties in interest and/or their respective attorneys and accountants.
 3. Accountants have not agreed to share compensation with any other entity or person other than the ordinary course of business with those attorneys and employees under the employment of Accountants.

Executed on March 10, 2010, at Palo Alto, California.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

/s/ Martin Bicker
MARTIN BICKER, President of Bicker & Company CPA's, Inc.